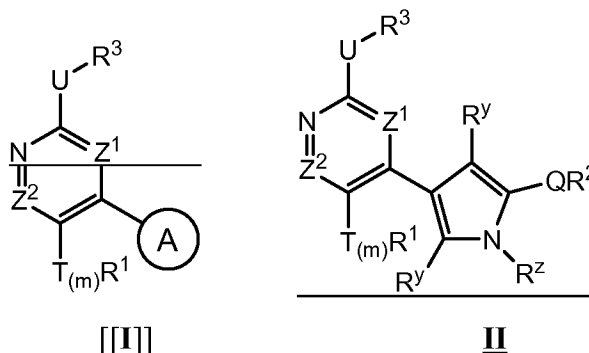


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AMENDMENTS TO THE CLAIMS

Please replace all prior versions and listings of claims with the amended claims as follows:

1. (Currently amended) A compound of formula I:



or a pharmaceutically acceptable salt thereof, wherein:

Ring A is a pyrrole ring optionally substituted at the 1-position with R^z and substituted with:

- (i) two R^y groups, and
- (ii) QR^2 ;

R^z is hydrogen, ~~R, C(O)R, C(O)OR, or SO₂R;~~

each R^y is ~~independently selected from an optionally substituted C₁₋₄ [[C₁₋₆]] aliphatic group;~~

~~Ar, CN, NO₂, halogen, N(R)₂, SR, or OR, provided that both R^y groups are not simultaneously Ar;~~

Z^1 is N and Z^2 ~~are each independently selected from N or CR^{*};~~

Z^2 is CH;

each R^* is ~~independently selected from R, halogen, CN, NO₂, OR, SR, N(R)₂, C(O)R, or CO₂R;~~

$T_{(m)}R^1$ is hydrogen;

U is NH ~~selected from a valence bond, O, S, N(R), or a C₁₋₆ alkylidene chain wherein up to two methylene units of U are optionally and independently replaced by O, S, SO,~~

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~~SO₂, N(R)SO₂, SO₂N(R), N(R), CO, CO₂, N(R)CO, N(R)C(O)O,
N(R)CON(R), N(R)SO₂N(R), N(R)N(R), C(O)N(R), or OC(O)N(R);~~

~~T is a valence bond or a C₁₋₆ alkylidene chain;~~

~~m is zero or one;~~

~~R¹ is selected from CN, halogen, OR⁶, SR⁶, N(R)R⁶, or R⁴;~~

~~Q is selected from a valence bond, -C(O)N(R), SO₂N(R), SO₂, N(R)C(O)N(R),
N(R)C(O), N(R)SO₂, N(R)SO₂N(R), N(R)C(O)O, C(O), or -C(O)O-;~~

~~R² is selected from halogen, CN, (CH₂)_yR⁵, (CH₂)_yCH(R⁵)₂, or (CH₂)_yCH(R⁷)CH(R⁵)₂,
(CH₂)_yN(R⁴)₂, or N(R⁴)(CH₂)_yN(R⁴)₂;~~

~~y is 0-6;~~

~~each Ar is independently selected from an optionally substituted 3-7 membered saturated,
partially unsaturated, or fully unsaturated monocyclic ring having 0-4 heteroatoms
independently selected from nitrogen, oxygen, or sulfur, or an optionally substituted 8-10
membered saturated, partially unsaturated, or fully unsaturated bicyclic ring having 0-4
heteroatoms independently selected from nitrogen, oxygen, or sulfur;~~

~~R³ is selected from hydrogen, CH(R⁷)R⁵, a 3-7 membered carbocyclyl, or an optionally
substituted group selected from C₁₋₄ aliphatic, a 3-6 membered heterocyclic ring having
1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur, or a 5-6
membered aryl or heteroaryl ring having 1-3 heteroatoms independently selected from
nitrogen, oxygen, or sulfur R, Ar, (CH₂)_yCH(R⁷)R⁵, CN, (CH₂)_yCH(R⁷)CH(R⁵)₂, or
(CH₂)_yCH(R⁷)N(R⁴)₂;~~

~~each R is independently selected from hydrogen or an optionally substituted C₁₋₆ aliphatic
group, or:~~

~~two R on the same nitrogen atom are taken together with the nitrogen atom attached thereto
to form a 4-8 membered saturated, partially unsaturated, or fully unsaturated ring having
1-4 heteroatoms independently selected from nitrogen, oxygen, or sulfur;~~

~~each R⁴ is independently selected from R⁶, C(O)R⁶, CO₂R⁶, CON(R⁶)₂, SO₂R⁶;~~

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each R^5 is independently selected from R^6 , OR^6 , CO_2R^6 , $(CH_2)_yN(R^4)_2$, $N(R^4)_2$, $N(R)C(O)R^6$, $N(R)CON(R^6)_2$, $CON(R^6)_2$, SO_2R^6 , $N(R)SO_2R^6$, $C(O)R^6$, CN , or $SO_2N(R^6)_2$;

each R^6 is independently selected from R or Ar ;

R^7 is selected from R^6 , $(CH_2)_wOR^6$, $(CH_2)_wN(R^4)_2$, or $(CH_2)_wSR^6$; and

each w is independently selected from 0-4[;]

~~provided that:~~

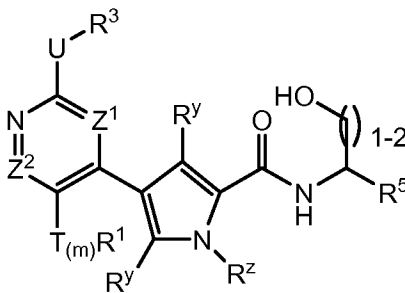
~~when R^1 is hydrogen, U is NH , and R^3 is an optionally substituted phenyl ring, then Q is other than a valence bond.~~

2-6. (Canceled)

7. (Currently amended) The compound according to claim 1 [[2]], wherein R^3 is $CH(R^7)R^5$.

8. (Currently amended) The compound according to claim 1 [[2]], wherein R^3 is a 3-6 membered heterocyclic ring having 1-3 heteroatoms independently selected from nitrogen, oxygen, or sulfur.

9. (Original) The compound according to claim 1, wherein said compound has the formula **III**:

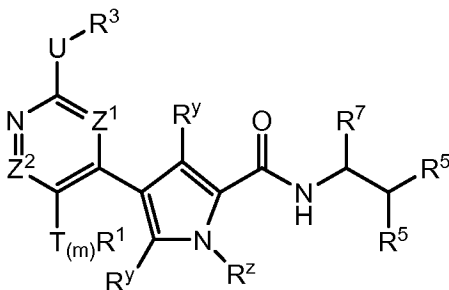


III

or a pharmaceutically acceptable salt thereof.

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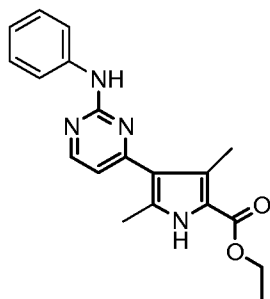
10. (Original) The compound according to claim 1, wherein said compound has the formula **IV**:



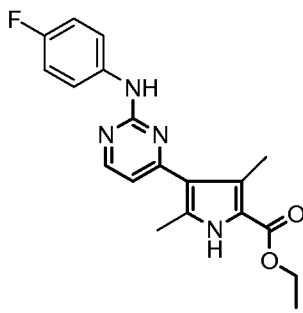
IV

or a pharmaceutically acceptable salt thereof.

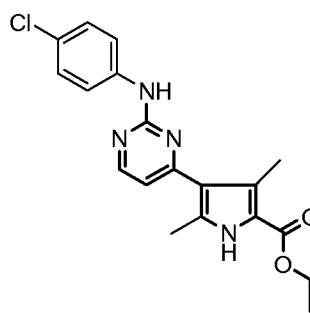
11. (Currently amended) The compound according to claim 1, wherein said compound is selected from the group consisting of:



I-1

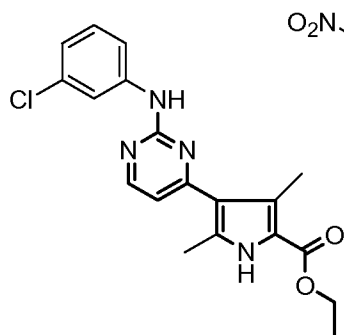


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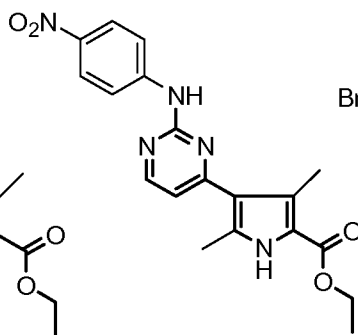


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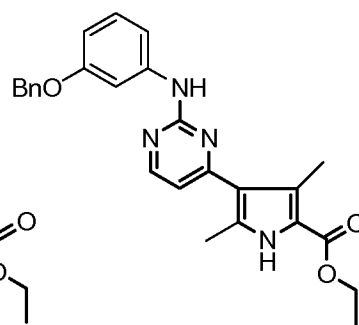
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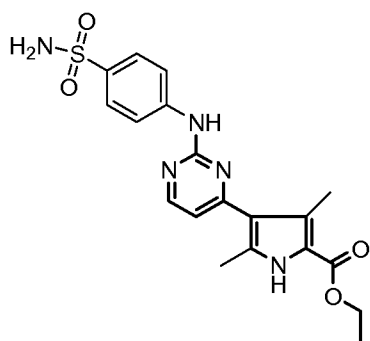
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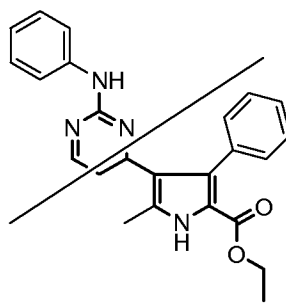
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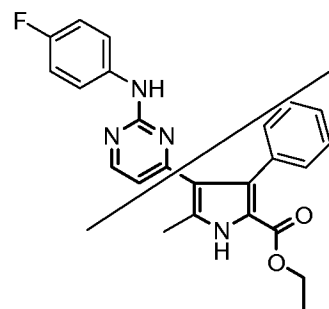
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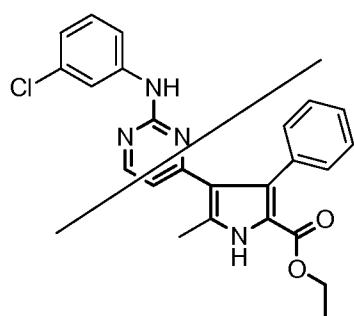
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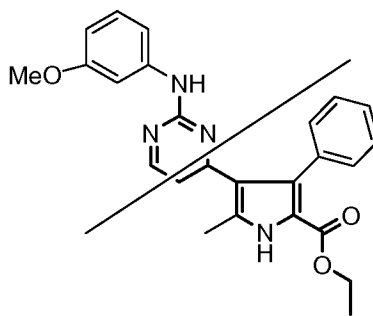
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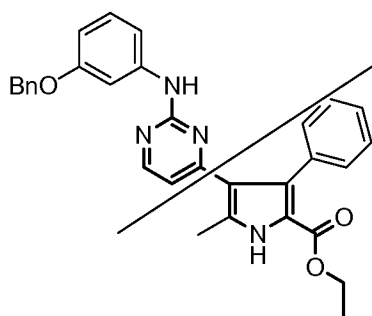
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[[I-10]]

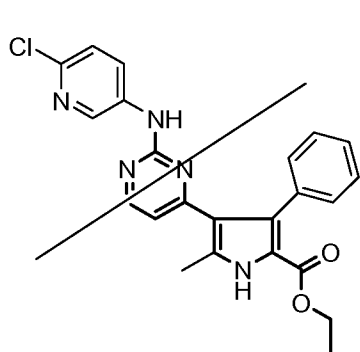


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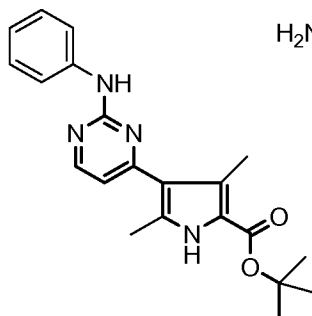


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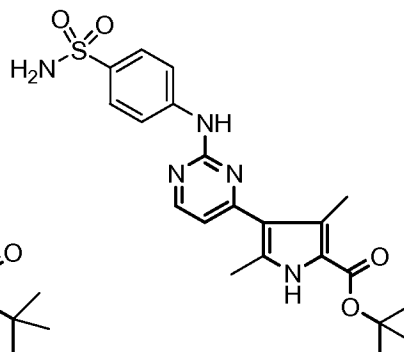
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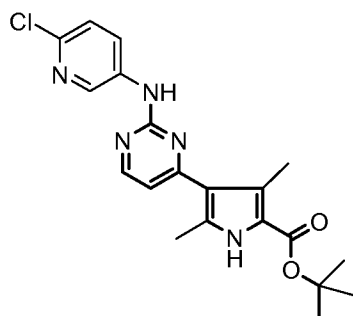
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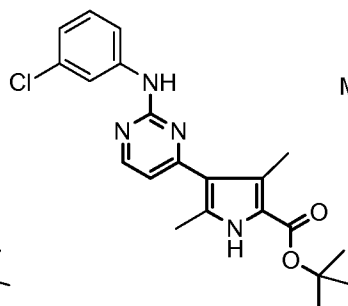
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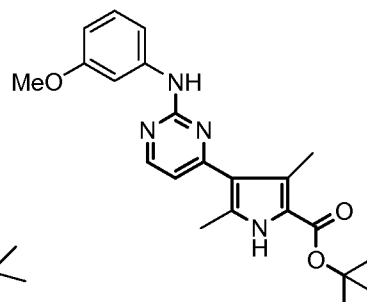
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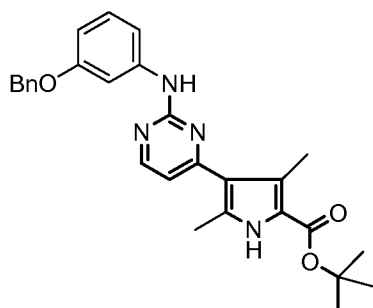
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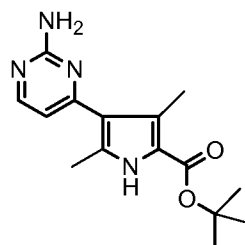
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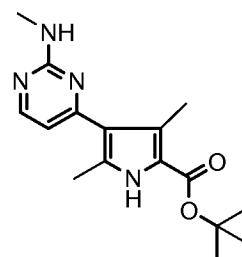
I-18



I-19

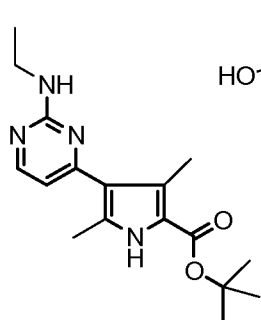


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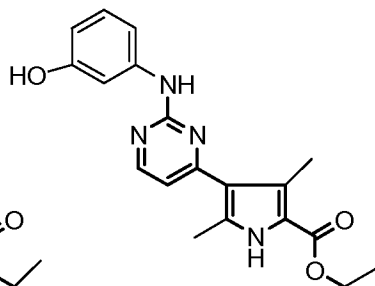


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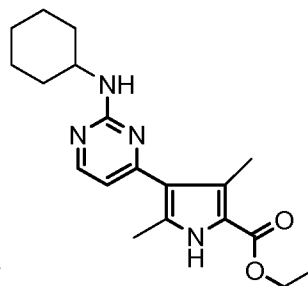
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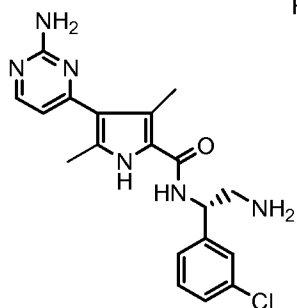
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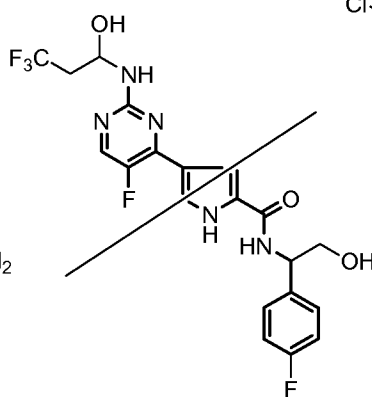
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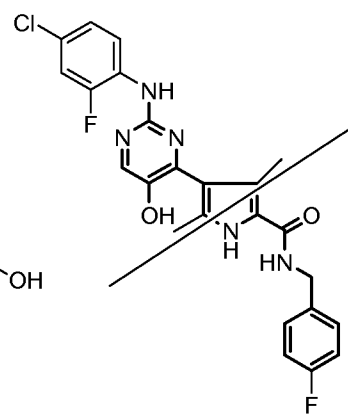
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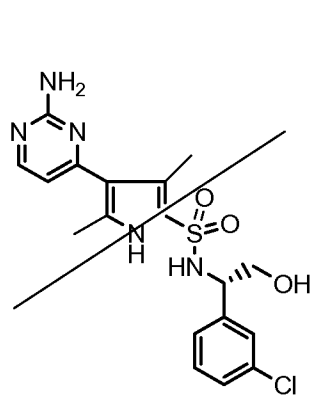
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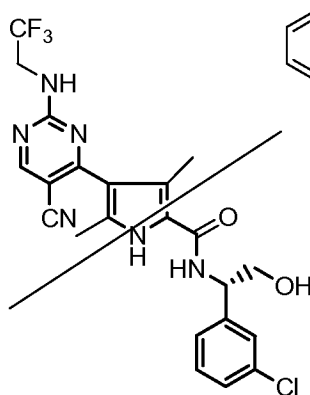
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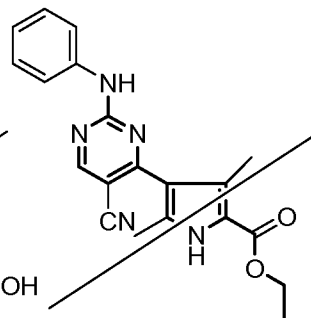
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[I-28]

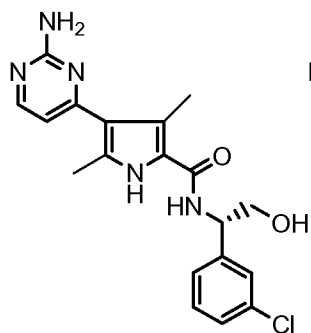


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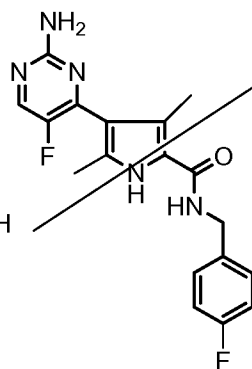


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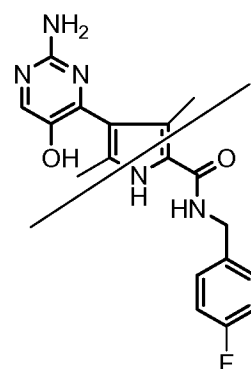
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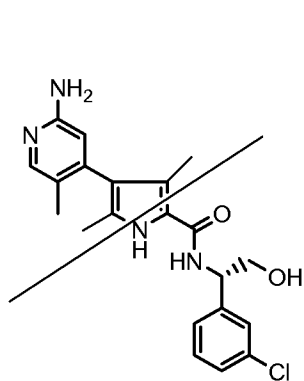
I-31



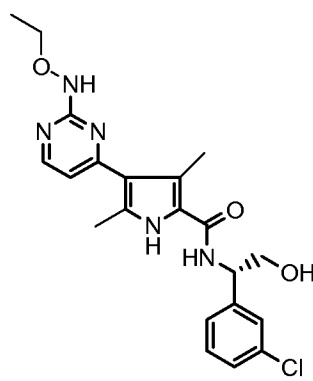
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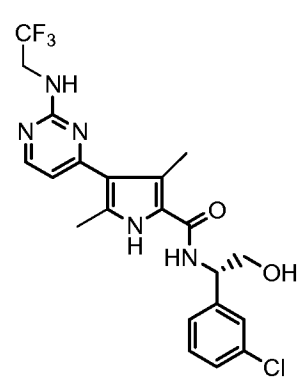
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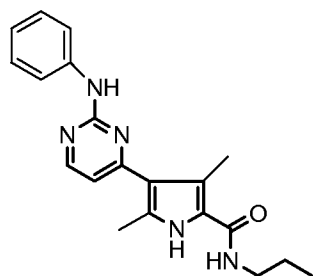
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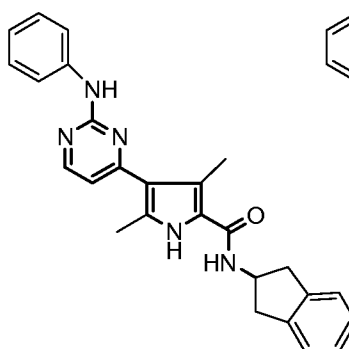
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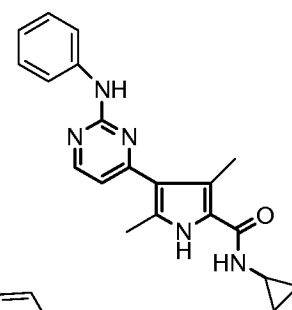
I-36



I-37

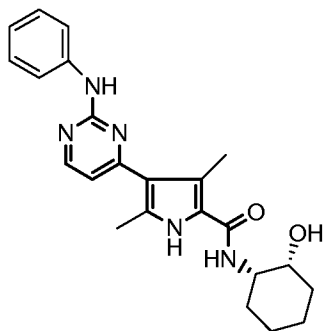


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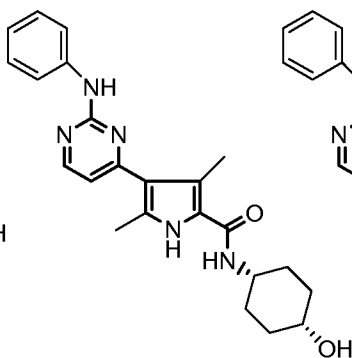


I-39

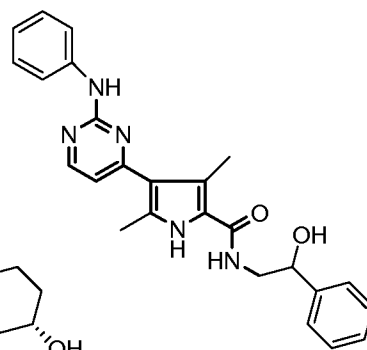
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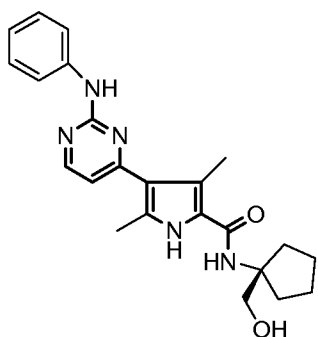
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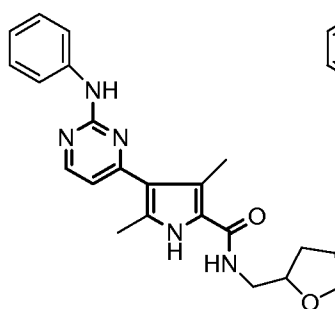
I-41



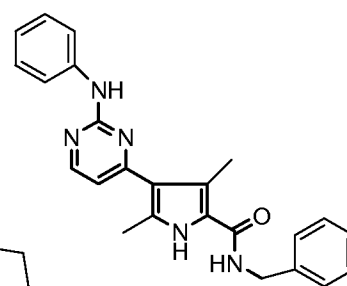
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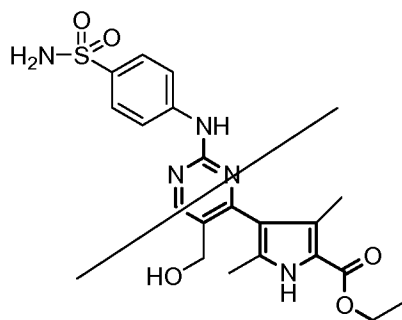
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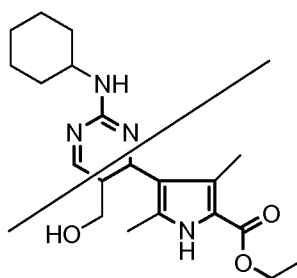
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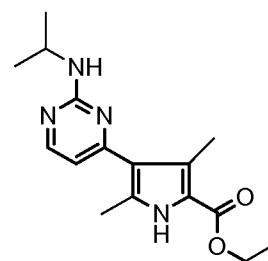
I-45



[[I-46]]

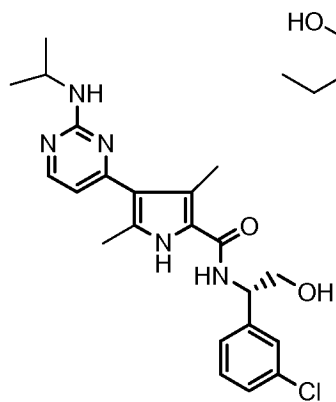


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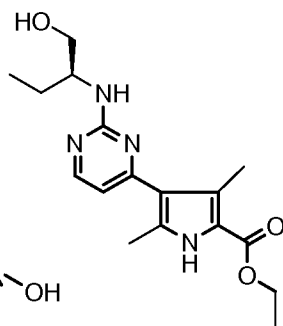


I-48

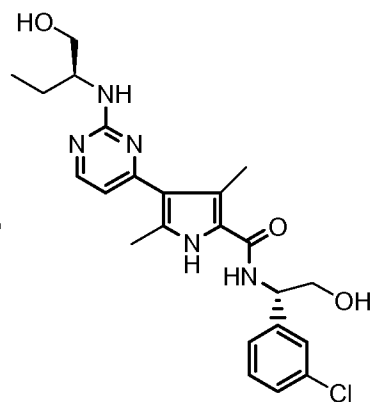
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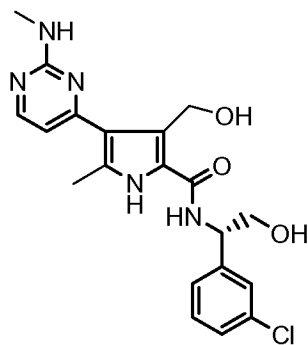
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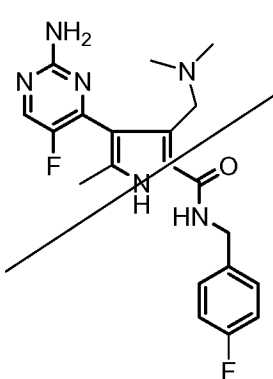
I-50



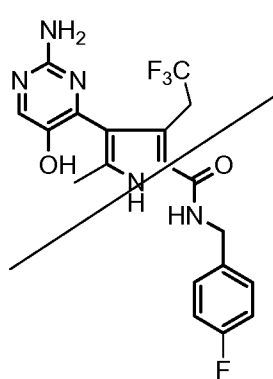
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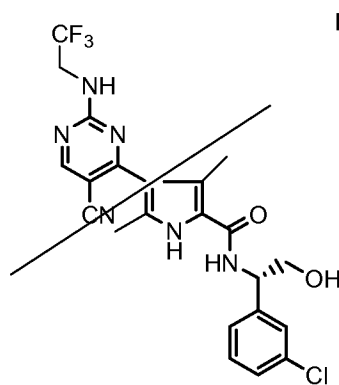
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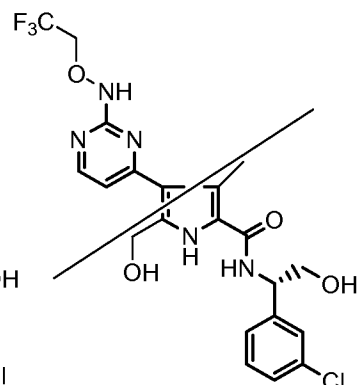
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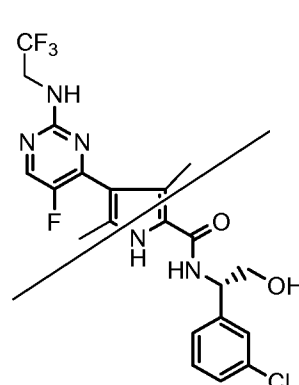
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[I-55]

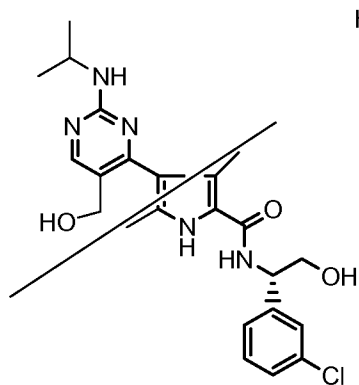


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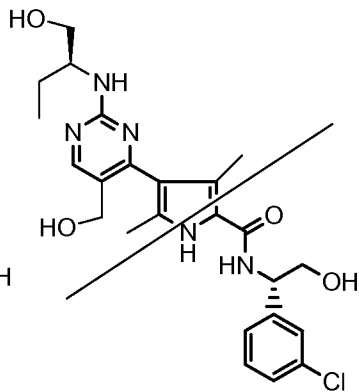


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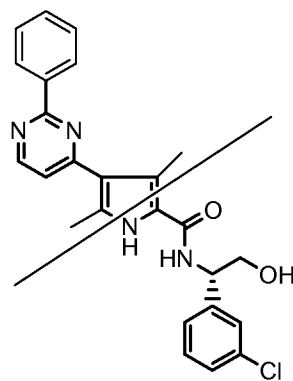
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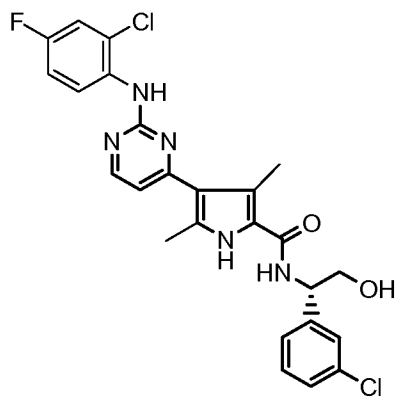
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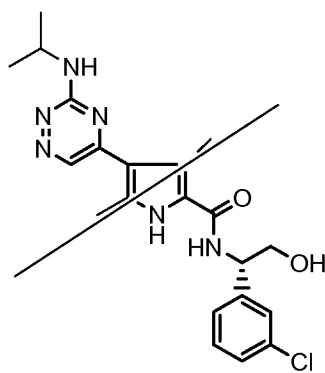
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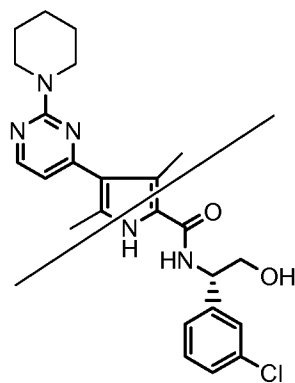
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I-61

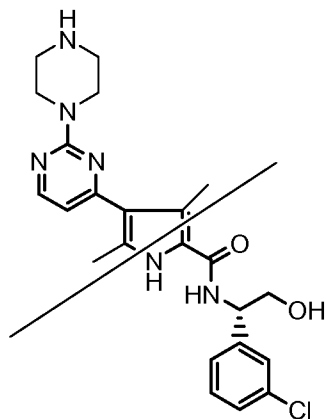


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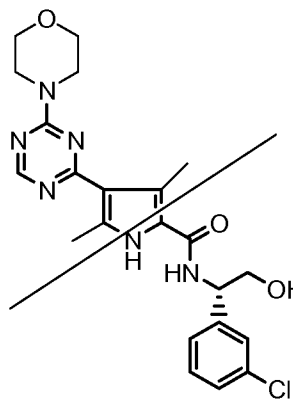


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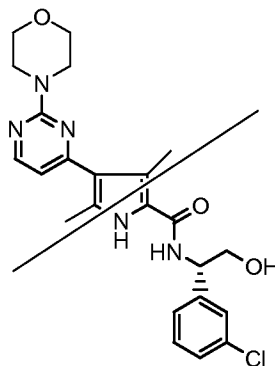
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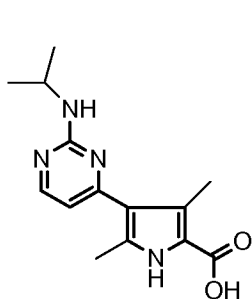
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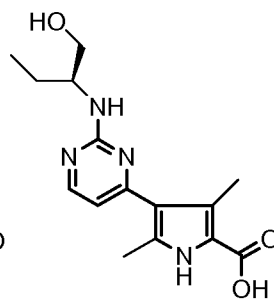
[I-65]



[I-66]



I-67



and I-68.

12. (Original) A composition comprising an effective amount of a compound according to claim 1, and a pharmaceutically acceptable carrier, adjuvant, or vehicle.

13. (Canceled).

14. (Currently amended) The composition of claim 12, additionally comprising a therapeutic agent selected from a chemotherapeutic or anti-proliferative agent selected from mechlorethamine, chlorambucil, cyclophosphamide, melphalan, ifosfamide[()], methotrexate, 6-mercaptopurine, 5-fluorouracil, cytarabine, gemcitabine, vinblastine, vincristine, vinorelbine, paclitaxel, etoposide, irinotecan, topotecan, doxorubicin, bleomycin,

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mitomycin, carmustine, lomustine, cisplatin, carboplatin, asparaginase, tamoxifen, leuprolide, flutamide, megestrol, imatinib (GleevecTM), adriamycin, dexamethasone, or cyclophosphamide.

15. (Withdrawn) A method of inhibiting ERK2, JNK3, SRC, Aurora2, or GSK3 protein kinase activity in a biological sample selected from a cell culture, saliva, urine, feces, semen, tears, or an extract thereof, which method comprises contacting said biological sample in vitro with:

- a) a composition according to claim 12; or
- b) a compound according to claim 1.

16. (Canceled).

17. (Withdrawn, currently amended) A method of treating or lessening the severity of a disease, condition or disorder, in a patient in need thereof, selected from a proliferative disorder selected from breast cancer, colon cancer, kidney carcinoma, lung cancer, melanoma, ovarian cancer, pancreatic cancer, or prostate cancer, comprising the step of administering to said patient:

- a) a composition according to claim 12; or
- b) a compound according to claim 1.

18. (Withdrawn, currently amended) The method according to claim 17, comprising the additional step of administering to said patient an additional therapeutic agent selected from a chemotherapeutic or anti-proliferative agent selected from mechlorethamine, chlorambucil, cyclophosphamide, melphalan, ifosfamide), methotrexate, 6-mercaptopurine, 5-fluorouracil, cytarabine, gemcitabine, vinblastine, vincristine, vinorelbine, paclitaxel, etoposide, irinotecan, topotecan, doxorubicin, bleomycin, mitomycin, carmustine, lomustine,

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cisplatin, carboplatin, asparaginase, tamoxifen, leuprolide, flutamide, megestrol, imatinib (Gleevec™), adriamycin, dexamethasone, or cyclophosphamide, wherein said additional therapeutic agent is administered together with said composition as a single dosage form or separately from said composition as part of a multiple dosage form.

19-29. (Canceled)